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March 29, 1999

BY COURIER

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Suite 704
Washington, DC 20432-0001

RECORDATION NO. *22086*

FILED

MAR 29 '99

4-10PM

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one original and three certified true copies of a Memorandum of Lease Purchase Agreement, dated as of February 22, 1999, a primary document as defined in the Board's Regulations for the recordation of documents, and an original and three certified true copies of a Memorandum of Amendment No. 1 to Lease Purchase Agreement, a secondary document as defined in the Board's Regulations for the recordation of documents.

The names and addresses of the parties to the documents are as follows:

Vendor/Lessor:

Renfe Talgo of America, Inc.
100 South King Street
Suite 320
Seattle, Washington 98104

Vendee/Lessee:

National Railroad Passenger Corporation ("Amtrak")
60 Massachusetts Avenue, N.W.
Washington, DC 20002

** Not Admitted in the District of Columbia*

*Bratislava . Brussels . Budapest . Cleveland . Columbus . Jacksonville . Kyiv . London
Miami . Moscow . New York . Phoenix . Prague*

Squire, Sanders & Dempsey

Mr. Vernon A. Williams
Page 2

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A short summary of each document to appear in the index follows:

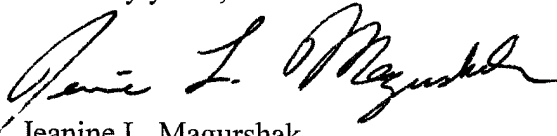
Memorandum of Lease Purchase Agreement between Renfe Talgo of America, Inc. and National Railroad Passenger Corporation ("Amtrak") dated February 22, 1999 and covering certain railroad rolling stock, more fully described in Exhibit A attached hereto.

Memorandum of Amendment No. 1 to Lease Purchase Agreements between Renfe Talgo of America, Inc. and National Railroad Passenger Corporation ("Amtrak") dated February 22, 1999 and covering certain railroad rolling stock, more fully described in Exhibit A attached hereto.

A description of the railroad equipment covered by the enclosed documents is set forth in Exhibit A attached hereto. Also enclosed is a check covering the required recordation fee of \$52.00.

Kindly return stamped copies of the enclosed documents to the undersigned. Thank you for your prompt attention to this matter. Please call me at (202) 626-6831 if you have any questions.

Sincerely yours,


Jeanine L. Magurshak

Enclosure

Surface Transportation Board
Washington, D.C. 20423-0001

OFFICE OF THE SECRETARY

March 29, 1999

Jeanine L. Magurshak
Squire, Sanders, & Dempsey
1201 Pennsylvania Avenue NW
P O Box 407
Washington DC 20044-0407

Dear Ms. Magurshak:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177.3 (c), on March 29, 1999 at 4:10 PM, and assigned recordation number(s) 22086 and 22086-A.

Sincerely Yours,

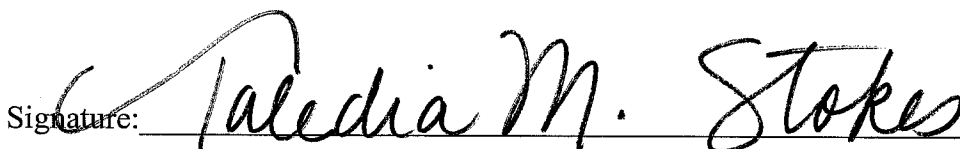


Vernon A. Williams
Secretary

Enclosure(s)

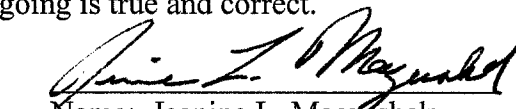
\$ 52.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature: _____

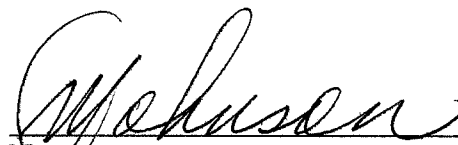


City of Washington)
) S.S.
District of Columbia)

I, Jeanine L. Magurshak, do hereby swear that I have duly compared this copy of the Memorandum of Lease Purchase Agreement dated February 22, 1999 with the original document and have found the copy to be complete and identical in all respects to the original document. I declare under the penalty of perjury that the foregoing is true and correct.

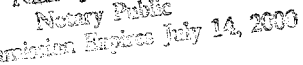

Name: Jeanine L. Magurshak

Subscribed and sworn to before me this 29th day of March, 1999.



Name:

Notary Public

My Commission expires: 

MAR 29 '99

4-10PM

MEMORANDUM OF LEASE PURCHASE AGREEMENT

This MEMORANDUM OF LEASE PURCHASE AGREEMENT is dated February 22, 1999 and is intended to evidence that a certain Contract for Lease and Purchase of Intercity Passenger Trainsets was entered into as of July 31, 1996 between Renfe Talgo of America, Inc. ("Renfe Talgo"), a Delaware corporation, and the NATIONAL RAILROAD PASSENGER CORPORATION ("Amtrak"), a corporation organized under 49 U.S.C. §24101 et seq. and the laws of the District of Columbia, for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Title 49 U.S.C. Section 11301.

WITNESSETH:

The undersigned have entered in to the certain Contract for Lease and Purchase of Intercity Passenger Trainsets, dated as of July 31, 1996 (the "Lease Purchase Agreement"), whereby inter alia Amtrak has agreed to buy and Renfe Talgo has agreed to sell certain railroad rolling stock, more fully described in Exhibit A attached hereto, subject to the terms and conditions defined in the said Lease Purchase Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective representatives duly authorized as of the date and year first above written.

Renfe Talgo of America, Inc.

By: J.P. Ruiz

Name: Jean-Pierre Ruiz

Title: C.O.O.

National Railroad Passenger Corporation

By: Ronald Scolaro

Name: Ronald Scolaro

Title: Vice President - Operations

Exhibit A
To Memorandum of Lease Purchase Agreement and Memorandum of
Amendment No. 1 to Lease Purchase Agreement

| AMTRAK ROAD NUMBER: | | DESCRIPTION: |
|----------------------------|------|-------------------------------|
| 1. | 7100 | Baggage Car |
| 2. | 7900 | Power Car |
| 3. | 7300 | Bistro Car |
| 4. | 7800 | Diner Car |
| 5. | 7404 | Coach |
| 6. | 7403 | Coach |
| 7. | 7402 | Coach |
| 8. | 7401 | Coach |
| 9. | 7400 | Coach |
| 10. | 7500 | Accessible Coach |
| 11. | 7450 | Custom Class Coach |
| 12. | 7550 | Custom Class Accessible Coach |
| 13. | 7304 | Spare Bistro Car |
| 14. | 7520 | Spare Coach Car |
| 15. | 7521 | Spare Coach Car |

STATE OF

)

) S.S.

COUNTY OF

)

On this, the 19 day of March, 1999, before me, a Notary Public in and for said county and State, personally appeared Jean-Pierre Ruiz, who being by me duly sworn says that (s)he is the C.O.O. of the Renfe Talgo of America, Inc., that the forgoing instrument was signed as of February 22, 1999 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Rhonda Ayala

Name:

Notary Public

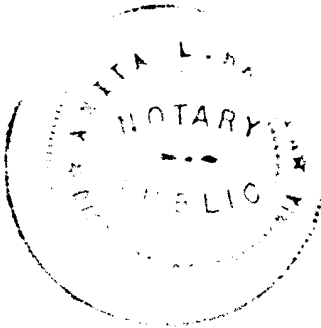
My Commission expires: 03-03-02

Residing in Seattle

District of Columbia) S.S.
)

On this, the 25th day of March, 1999, before me, a Notary Public in and for the District of Columbia, personally appeared Ronald Scolaro, who being by me duly sworn says that (x)he is the Vice President - Operations of the National Railroad Passenger Corporation, that the forgoing instrument was signed as of February 22, 1999 on behalf of said corporation by authority of its Board of Directors, and (x)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



A handwritten signature in cursive script that reads "Anita L. Martin".

Name: Anita L. Martin

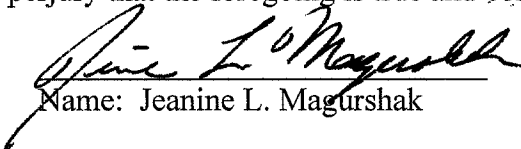
Notary Public

My Commission expires: April 14, 2002

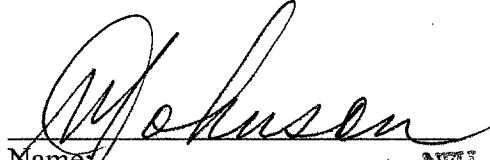
Residing in 60 Mass Ave NE Wash DC 20002

City of Washington)
) S.S.
District of Columbia)

I, Jeanine L. Magurshak, do hereby swear that I have duly compared this copy of the Memorandum of Amendment No. 1 to Lease Purchase Agreement dated February 22, 1999 with the original document and have found the copy to be complete and identical in all respects to the original document. I declare under the penalty of perjury that the foregoing is true and correct.


Name: Jeanine L. Magurshak

Subscribed and sworn to before me this 29th day of March, 1999.


Name: Nell Johnson
Notary Public
My Commission expires: My Commission Expires July 14, 2000